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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:	*	Case No.: 11-31376
HOWREY LLP,	*	Chapter 11
Debtor.	*	April 23, 2014 at 9:30 a.m.
	*	U.S. Bankruptcy Court
	*	235 Pine Street, 22 <sup>nd</sup> Floor
	*	San Francisco, CA
	*	Judge: Honorable Dennis Montali
* * * * *	*	

**SEVENTH INTERIM APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES BY WHITEFORD TAYLOR AND PRESTON, LLP  
FOR PERIOD FROM OCTOBER 1, 2013 THROUGH JANUARY 31, 2014**

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1 TO: THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY  
2 JUDGE:

3 This Application (the "Application") of Whiteford Taylor & Preston, LLP (hereinafter  
4 referred to as "WTP" or the "Applicant") respectfully represents the following:  
5

6 Applicant is employed in this case as general bankruptcy counsel for the Official  
7 Committee of Unsecured Creditors (the "Committee"). This Court's Order authorizing and  
8 approving Applicant's employment in such capacity is attached hereto as **Exhibit A** and is  
9 incorporated herein by such reference. Applicant is a limited liability partnership. Bradford F.  
10 Englander, a partner of the Applicant, is duly licensed and admitted to practice before this Court.  
11

12 As counsel to the Committee herein, WTP has performed legal services on the  
13 Committee's behalf as described in greater detail herein below. By this Application, WTP seeks  
14 interim approval of fees and expenses incurred in connection with Applicant's services as  
15 Committee counsel from October 1, 2013 through January 31, 2014. The amount of WTP's fees  
16 during the aforementioned period is \$159,470.00 and the amount of expenses incurred during the  
17 aforementioned period is \$1,606.34.  
18

19 **NOTICE OF APPLICATION**

20 Pursuant to this Court's Order Limiting Notice (clerk's docket no. 240), notice of this  
21 Application is being sent by the Trustee to the Debtor, Citibank, the members of the Committee,  
22 the holders of the 20 largest unsecured claims, and all parties requesting notice in this case. Full  
23 copies of the Application are being transmitted by mail to the United States Trustee. Applicant  
24 respectfully submits that no further notice is required in this matter.  
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1           4)       On July 21, 2011, this Court entered its Order Granting Motion to Authorize  
2 Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Fee  
3 Procedures Order,” Dkt. No. 191). The Fee Procedures Order provides that professionals may  
4 receive compensation for 80% of all fees and 100% of all expenses on a monthly or bi-monthly  
5 basis upon the filing of a fee statement. Fee Procedures Order, ¶ 4.

7           5)       On October 3, 2011, Felderstein Fitzgerald Willoughby & Pascuzzi LLP filed its  
8 Motion to Withdraw as Attorney for the Official Committee of Unsecured Creditors [Dkt No.  
9 362]. The Court entered its Order Authorizing Felderstein Fitzgerald Willoughby & Pascuzzi LLP  
10 To Withdraw As Counsel For the Official Committee of Unsecured Creditors on October 11,  
11 2011. [Dkt No. 374]

13           6)       On October 7, 2011, the Office of the U.S. Trustee filed its Motion to Appoint  
14 Allan Diamond as Chapter 11 Trustee, which was granted on October 12, 2011. [Dkt No. 376].

16           7)       On October 13, 2011, the Committee filed its Application to Employ Whiteford,  
17 Taylor and Preston, LLP as Counsel for the Official Committee of Unsecured Creditors. Dkt. No.  
18 377.

19           8)       On October 21, 2011, this Court entered an order approving the Committee’s  
20 employment of WTP effective October 11, 2011. Dkt No. 387.

22           9)       On November 30, 2011, WTP filed its first Fee Statement pursuant to the Fee  
23 Procedures Order for the period from October 11, 2011, to October 31, 2011. The Fee Statement  
24 sought payment of \$23,526.40 (80% of fees) and \$1,035.19 in expenses.

26           10)      On December 30, 2011, WTP filed its second Fee Statement pursuant to the Fee  
27 Procedures Order for the period from November 1, 2011, to November 30, 2011. The Fee  
28 Statement sought payment of \$27,718.00 (80% of fees) and \$369.16 in expenses.

1           11)     On March 1, 2012, WTP filed its third and fourth fee statements pursuant to the Fee  
2 Procedures Order for the periods from December 1, 2011 to December 31, 2011 and from January  
3 1, 2012 to January 31, 2012. The third Fee Statement sought payment of \$61,972.80 (80% of  
4 fees) and \$1,768.48 in expenses. The fourth Fee Statement sought payment of \$11,712.80 (80%  
5 of fees) and \$7,217.66 in expenses.

7           12)     On March 1, 2012, WTP filed its First Interim Application For Compensation And  
8 Reimbursement Of Expenses By Whiteford Taylor And Preston, LLP And Request For  
9 Reimbursement Of Expenses By Members Of Committee Of Unsecured Creditors For Period  
10 From October 11, 2011 To January 31, 2012 (the "First Interim Fee Application"), seeking  
11 \$162,316.50 in fees and \$11,933.64 in expense reimbursement.

13           13)     On April 30, 2012, WTP filed its fifth monthly fee statement pursuant to the Fee  
14 Procedures Order for the two-month period from February 1, 2012 to March 31, 2012. [Dkt. No.  
15 690]. The fifth Fee Statement sought payment of \$64,377.60 (80% of fees) and \$6,446.53 in  
16 expenses for the two-month period.

18           14)     On May 15, 2012, the Court entered a consent order approving the First Interim  
19 Fee Application (the "First Interim Fee Order," Dkt. No. 700), allowing all the fees and expenses  
20 requested. The First Interim Fee Order further provided:

22           ... to the extent that WTP has submitted, or in the future submits, monthly fee  
23 statements pursuant to this Court's Order Granting Motion to Authorize  
24 Procedures for Interim Compensation and Reimbursement of Expenses of  
25 Professionals entered on July 21, 2011 [clerk's docket no. 191] (the "Interim Fee  
26 Order") relating to periods subsequent to the Application Period, the Trustee is  
27 authorized to make payments from Citibank's collateral to WTP in amounts not to  
28 exceed \$20,000 per month; provided, however, that if WTP requests payment of  
less than \$20,000 for any given month (such difference, an "Under Budget  
Amount"), then, for any preceding or succeeding month in which WTP requests,  
or has requested, payment of an amount in excess of \$20,000 (such excess  
amount, an "Over Budget Amount"), the Trustee shall be authorized to pay that  
portion of such Over Budget Amount that is equal to the sum of all unused Under

1 Budget Amounts; provided, further, however, that any portion of an Under  
2 Budget Amount may only be used once to cure an Over Budget Amount. To the  
3 extent that WTP seeks payment in any monthly fee statement in excess of the  
4 foregoing amounts, Citibank shall be deemed to have objected to such request  
without having to file any further pleading and the Trustee shall not pay any such  
amounts until further order of the Court...

5 See First Interim Fee Order, p. 3.

6  
7 15) On June 29, 2012, WTP filed its sixth monthly fee statement pursuant to the Fee  
8 Procedures Order for the two-month period from April 1, 2012, to May 31, 2012. [Dkt. No. 737].  
9 The sixth Fee Statement sought payment of \$24,945.60 (80% of fees) and \$799.39 in expenses for  
10 the two-month period.

11 16) Additionally, on June 29, 2012, WTP filed its Second Interim Application for  
12 Compensation and Reimbursement of Expenses by Whiteford Taylor and Preston, LLP and  
13 Request for Reimbursement of Expenses by Members of Committee of Unsecured Creditors for  
14 Period from February 1, 2012, through May 31, 2012 (the "Second Interim Fee Application").  
15 [Dkt. No. 738]. The Second Interim Fee Application sought \$111,654.00 in fees and \$568.88 in  
16 expense reimbursement.  
17

18 17) On August 29, 2012, the Court entered a consent order approving the Second  
19 Interim Fee Application (the "Second Interim Fee Order," Dkt. No. 782), and allowing all the fees  
20 and expenses requested. The Second Interim Fee Order provided for the same \$20,000.00  
21 monthly payments from Citibank's cash collateral as the First Interim Fee Order.  
22

23 18) On August 30, 2012, WTP filed its seventh monthly fee statement pursuant to the  
24 Fee Procedures Order for the two-month period from June 1, 2012, to July 31, 2012. The seventh  
25 Fee Statement sought payment of \$29,403.20 (80% of fees) and \$141.25 in expenses for the two-  
26 month period.  
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1           19)     On October 31, 2012, WTP filed its eighth monthly fee statement pursuant to the  
2 Fee Procedures Order for the two-month period from August 1, 2012, to September 30, 2012. The  
3 eighth Fee Statement sought payment of \$24,334.00 (80% of fees) and \$427.63 in expenses for the  
4 two-month period.  
5

6           20)     Additionally, on October 31, 2012, WTP filed its Third Interim Application for  
7 Compensation and Reimbursement of Expenses by Whiteford Taylor and Preston, LLP and  
8 Request for Reimbursement of Expenses by Members of Committee of Unsecured Creditors for  
9 Period from June 1, 2012, to October 31, 2012 (the "Third Interim Fee Application"). [Dkt. No.  
10 738]. The Third Interim Fee Application sought \$67,172.00 in fees and \$568.88 in expense  
11 reimbursement.  
12

13           21)     On December 28, 2012, WTP filed its ninth monthly fee statement pursuant to the  
14 Fee Procedures Order for the two-month period from October 1, 2012, to November 30, 2012.  
15 The ninth Fee Statement sought payment of \$64,732.52 (80% of fees) and \$3,281.32 in expenses  
16 for the two-month period.  
17

18           22)     On January 4, 2013, the Court entered a consent order approving the Third Interim  
19 Fee Application (the "Third Interim Fee Order," Dkt. No. 960), and allowing all the fees and  
20 expenses requested. The Third Interim Fee Order provided for the same \$20,000.00 monthly  
21 payments from Citibank's cash collateral as the First and Second Interim Fee Orders.  
22

23           23)     On March 4, 2013, WTP has filed its tenth monthly fee statement pursuant to the  
24 Fee Procedures Order for the two-month period from December 1, 2012, to January 31, 2013. The  
25 tenth Fee Statement sought payment of \$75,191.20 (80% of fees) and \$4,282.17 in expenses for  
26 the two-month period.  
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1           24)     On March 4, 2013, WTP filed its Fourth Interim Application for Compensation and  
2 Reimbursement of Expenses by Whiteford Taylor and Preston, LLP and Request for  
3 Reimbursement of Expenses by Members of Committee of Unsecured Creditors for Period from  
4 November 1, 2012, to March 31, 2013 (the "Fourth Interim Fee Application"). [Dkt. No. 1040].  
5 The Fourth Interim Fee Application sought \$170,803.00 in fees and \$8,743.58 in expense  
6 reimbursement.  
7

8           25)     On April 15, 2013, the Court entered a consent order approving the Fourth Interim  
9 Fee Application (the "Fourth Interim Fee Order," Dkt. No. 1128) and allowing all the fees and  
10 expenses requested. The Fourth Interim Fee Order provided for the same \$20,000.00 monthly  
11 payments from Citibank's cash collateral as the First, Second and Third Interim Fee Orders.  
12

13           26)     On April 30, 2013, WTP has filed its eleventh monthly fee statement pursuant to  
14 the Fee Procedures Order for the two-month period from February 1, 2013, to March 31, 2013.  
15 The eleventh Fee Statement sought payment of \$32,228.80 (80% of fees) and \$532.00 in expenses  
16 for the two-month period.  
17

18           27)     On July 19, 2013, WTP filed its Fifth Interim Application for Compensation and  
19 Reimbursement of Expenses by Whiteford Taylor and Preston, LLP and Request for  
20 Reimbursement of Expenses by Members of Committee of Unsecured Creditors for Period from  
21 November 1, 2012, to March 31, 2013 (the "Fifth Interim Fee Application"). [Dkt. No. 1384].  
22 The Fifth Interim Fee Application sought \$165,320.00 in fees and \$3,138.57 in expense  
23 reimbursement.  
24

25           28)     On August 30, 2013, WTP has filed its twelfth monthly fee statement pursuant to  
26 the Fee Procedures Order for the two-month period from June 1, 2013 to July 31, 2013. The  
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1 twelfth Fee Statement sought payment of \$84,505.60 (80% of fees) and \$1,142.31 in expenses for  
2 the two-month period.

3           29) On August 21, 2013, the Court entered a consent order approving the Fifth Interim  
4 Fee Application (the "Fifth Interim Fee Order," Dkt. No. 1432) and allowing all the fees and  
5 expenses requested. The Fifth Interim Fee Order provided for the same \$20,000.00 monthly  
6 payments from Citibank's cash collateral as the First, Second, Third and Fourth Interim Fee  
7 Orders.  
8

9           30) On October 30, 2013, WTP has filed its thirteenth monthly fee statement pursuant  
10 to the Fee Procedures Order for the two-month period from August 1, 2013, to September 30,  
11 2013. [Dkt. No. 1525]. The thirteenth Fee Statement sought payment of \$84,917.60 (80% of  
12 fees) and \$811.51 in expenses for the two-month period.  
13

14           31) On October 30, 2013, WTP filed its Sixth Interim Application for Compensation  
15 and Reimbursement of Expenses by Whiteford Taylor and Preston, LLP and Request for  
16 Reimbursement of Expenses by Members of Committee of Unsecured Creditors for Period from  
17 June 1, 2013, to September 30, 2013 (the "Sixth Interim Fee Application"). [Dkt. No. 1526]. The  
18 Sixth Interim Fee Application sought \$214,051.00 in fees and \$3,082.82 in expense  
19 reimbursement.  
20

21           32) On December 10, 2013, the Court entered an order approving the Sixth Interim Fee  
22 Application (the "Sixth Interim Fee Order," Dkt. No. 1598) and allowing all the fees and expenses  
23 requested. The Sixth Interim Fee Order does not provide for any restriction on payment of funds  
24 to WT&P.  
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33) Pursuant to the Fees Procedures Order, and the First through Fifth Interim Fee Orders, WTP has received payments totaling \$689,078.12 of which \$659,057.53 has been applied to fees, and \$30,020.59 has been applied to expenses.

## CASE STATUS

34) The Trustee is administering the case. Among the tasks that require completion are the collection of accounts receivable, collection of the Debtor's interest in contingent fee litigation, prosecution of causes of action, claims reconciliation, sale of assets, completion of the disposition of client files, wind-down of the Debtor's information technology systems, and wind-down of European operations.

35) On September 10, 2013, the Court entered orders approving settlements with Baker & Hostetler LLP and Citibank, N.A. The settlements provided significant revenue to the estate and for payment of nearly all of Citibank's claim.

### AVAILABLE FUNDS AND ADMINISTRATIVE EXPENSES.

36) WT&P has been paid \$689,078.12 pursuant to its first thirteen monthly fee statements, of which \$659,057.53 has been applied to fees, and \$30,020.59 has been applied to expenses. WT&P requests that the Trustee be authorized and directed to pay to it the remaining amounts sought in this Application. WT&P notes that the payment of its fees previously were limited to \$20,000.00 per month under the *Consent Order Approving First Interim Application for Compensation and Reimbursement of Expenses by Whiteford Taylor and Preston, LLP and Request for Reimbursement of Expenses by Members of Committee of Unsecured Creditors For Period From October 11, 2011 To January 31, 2012 Creditors For Period From October 11, 2011 To January 31, 2012* (the "Consent Order"). As a result of the Trustee's settlement with Citibank, which the Court approved pursuant to its Order Granting Chapter 11 Trustee's Motion

1 for Order Approving the Citibank Settlement (Docket No. 1461), WT&P believes that the  
2 limitation set forth in the Consent Order no longer applies.

3  
4 **MASTER TIME SUMMARY**

5 37) A Master Time Summary of the time spent by Applicant in connection with this  
6 Chapter 11 engagement is attached hereto as **Exhibit B** and is incorporated herein by such  
7 reference.

8 **BILLING CATEGORIES**

9 WTP generally includes numerous project billing categories, where applicable, in its  
10 representation in bankruptcy cases. Those project billing categories applicable to WTP's  
11 representation of the Committee are set forth below.

12  
13 **Matter 1. General Case Administration**

14 Hours: 0.7

15 Amount: \$254.00

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17 The professional services falling within this category are limited due to the specificity of  
18 the other billing categories. Generally, services in this category include general review of  
19 pleadings on the docket, conference calls and status updates with members of the Committee, and  
20 drafting minutes and agendas of those conference calls. Attorneys' fees related to this project  
21 billing category are set forth on **Exhibit C** hereto and incorporated herein by such reference.

22 **Exhibit C** identifies the individual professionals who performed specific services by the initials  
23 indicated below and can be summarized as follows:  
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Professional	Initials	Hours	Hourly Rate	Total
Justin P. Fasano (2013)	JPF	0.5	\$360.00	\$180.00

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Justin P. Fasano (2014)	JPF	0.2	\$370.00	\$74.00
<b>TOTAL</b>		0.7		\$254.00

### **Matter 3. Unsecured Creditor Issues**

Hours: 12.1

Amount: \$6,713.00

The professional services falling within this category include attention to important unsecured claims in the Howrey bankruptcy, such as WARN Act and landlord claims. Attorneys' fees related to this project billing category are set forth on **Exhibit D** hereto and incorporated herein by such reference. **Exhibit D** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Professional	Initials	Hours	Hourly Rate	Total
Bradford F. Englander	BFE	11.7	\$570.00	\$6,669.00
Justin P. Fasano	JPF	0.4	\$360.00	\$44.00
<b>TOTAL</b>		12.1		\$6,713.00

### **Matter 6. Avoidance Actions and Affirmative Claims**

Hours: 15.0

Amount: \$5,454.00

The professional services falling within this category include items relating to monitoring the Trustee's preparation of claims of the estate, including claims against former partners of Howrey, and the law firms at which those partners are now employed. Attorneys' fees related to this project

1 billing category are set forth on **Exhibit E** hereto and incorporated herein by such reference.

2 **Exhibit E** identifies the individual professionals who performed specific services by the initials  
3 indicated below and can be summarized as follows:  
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Professional	Initials	Hours	Hourly Rate	Total
Kenneth Oestreicher	KO	0.6	\$630.00	\$378.00
Justin P. Fasano	JPF	13.2	\$360.00	\$4,752.00
Jennifer L. Tittsworth	JLT	1.2	\$270.00	\$324.00
<b>TOTAL</b>		15.0		\$5,454.00

13 **Matter 7. Employment Application**

14 Hours: 0.6

15 Amount: \$342.00

16 The professional services falling within this category include preparing employment and pro hac  
17 vice applications. Attorneys' fees related to this project billing category are set forth on **Exhibit F**  
18 hereto and incorporated herein by such reference. **Exhibit F** identifies the individual professionals  
19 who performed specific services by the initials indicated below and can be summarized as follows:  
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21

Professional	Initials	Hours	Hourly Rate	Total
Bradford F. Englander	BFE	0.6	\$570.00	\$342.00
<b>TOTAL</b>		<b>0.6</b>		<b>\$342.00</b>

1 **Matter 16. Non-working travel**

2 Hours: 18.5

3 Amount: \$10,545.00

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5 The time entries falling within this category include non-working travel. Attorneys' fees related to  
6 this project billing category are set forth on **Exhibit G** hereto and incorporated herein by such  
7 reference. **Exhibit G** identifies the individual professionals who performed specific services by  
8 the initials indicated below and can be summarized as follows:

9

Professional	Initials	Hours	Hourly Rate	Total
Bradford F. Englander	BFE	18.5	\$570.00	\$10,545.00
<b>TOTAL</b>		<b>18.5</b>		<b>\$10,545.00</b>

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15 **Matter 18. Fee Applications**

16 Hours: 10.0

17 Amount: \$3,879.00

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19 The professional services falling within this category include preparation and prosecution of  
20 WTP's fee applications. Attorneys' fees and expenses related to this project billing category are  
21 set forth on **Exhibit H** hereto and incorporated herein by such reference. **Exhibit H** identifies the  
22 individual professionals who performed specific services by the initials indicated below and can  
23 be summarized as follows:  
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Professional	Initials	Hours	Hourly Rate	Total
Bradford F. Englander	BFE	1.5	\$570.00	\$855.00

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Justin P. Fasano	JPF	7.6	\$360.00	\$2,736.00
David W. Gaffey	DWG	0.9	\$320.00	\$288.00
<b>TOTAL</b>		10.0		\$3,879.00

#### **Matter 19. Fee Statements**

Hours: 2.4

Amount: \$864.00

The professional services falling within this category include preparation of WTP's fee statements.

Attorneys' fees related to this project billing category are set forth on **Exhibit I** hereto and incorporated herein by such reference. **Exhibit I** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Professional	Initials	Hours	Hourly Rate	Total
Justin P. Fasano	JPF	2.4	\$360.00	\$864.00
<b>TOTAL</b>		<b>2.4</b>		<b>\$864.00</b>

#### **Matter 24. Dissolution Committee**

Hours: 32.8

Amount: \$18,723.00

The professional services falling within this category include the investigation and preservation of claims against the Debtor's dissolution committee. Attorneys' fees related to this project billing category are set forth on **Exhibit J** hereto and incorporated herein by such reference. **Exhibit J**

identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Professional	Initials	Hours	2013 Hourly Rate	Total
Kenneth Oestreicher	KO	2.2	\$630.00	\$1,386.00
Bradford F. Englander	BFE	30.1	\$570.00	\$17,157.00
John F. Carlton	JFC	0.5	\$360.00	\$180.00
<b>TOTAL</b>		<b>32.8</b>		<b>\$18,723.00</b>

**Matter 27. Howrey Claims, LLC**

Hours: 1.6

Amount: \$577.00

The professional services falling within this category include responding to Howrey Claims, LLC's class action complaint, attention to the Howrey Claims, LLC appeal, and pursuing the Committee's motion to disqualify McGrane, LLP. Attorneys' fees related to this project billing category are set forth on **Exhibit K** hereto and incorporated herein by such reference. **Exhibit K** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Professional	Initials	Hours	Hourly Rate	Total
Justin P. Fasano (2014)	JPF	0.1	\$370.00	\$37.00
Justin P. Fasano (2013)	JPF	1.5	\$360.00	\$540.00

<b>TOTAL</b>		1.6		\$577.00
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## **Matter 28. Derivative Authority Actions**

Hours: 118.3

Amount: \$60,863.00

The professional services falling within this category include seeking derivative authority to file complaints when necessary, the preliminary investigation of claims of the estate which the Committee has been granted derivative authority to pursue, and the drafting of tolling agreements and complaints. Attorneys' fees related to this project billing category are set forth on **Exhibit L** hereto and incorporated herein by such reference. **Exhibit L** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Professional	Initials	Hours	Hourly Rate	Total
Kenneth Oestreicher (2014)	KO	0.5	\$650.00	\$325.00
Kenneth Oestreicher (2013)	KO	9.9	\$630.00	\$6,237.00
John F. Carlton (2014)	JFC	5.0	\$580.00	\$2,900.00
John F. Carlton (2013)	JFC	32.4	\$560.00	\$18,144.00
Bradford F. Englander (2014)	BFE	1.9	\$590.00	\$1,121.00
Bradford F. Englander (2013)	BFE	37.2	\$570.00	\$21,204.00
Todd Michael Brooks (2014)	TMB	3.1	\$420.00	\$1,302.00

Justin P. Fasano	JPF	20.6	\$360.00	\$7,416.00
David W. Gaffey	DWG	2.1	\$320.00	\$672.00
Kathy G. McCruden	KGM	5.0	\$270.00	\$1,350.00
<b>TOTAL</b>		<b>118.3</b>		<b>\$60,863.00</b>

### **Matter 29. Arent Fox**

Hours: 29.4

Amount: \$15,726.00

The professional services falling within this category include the preliminary investigation of claims of the estate against Arent Fox LLP. Attorneys' fees related to this project billing category are set forth on **Exhibit M** hereto and incorporated herein by such reference. **Exhibit M** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Kenneth Oestreicher	KO	17.9	\$630.00	\$11,277.00
John F. Carlton	JFC	0.6	\$560.00	\$336.00
Bradford F. Englander	BFE	0.9	\$570.00	\$513.00
Justin P. Fasano	JPF	10.0	\$360.00	\$3,600.00
<b>TOTAL</b>		<b>29.4</b>		<b>\$15,726.00</b>

**Matter 31. Arnold & Porter**

Hours: 22.6

Amount: \$11,679.00

The professional services falling within this category include the preliminary investigation of claims of the estate which the Committee has been granted derivative authority to pursue against Arnold & Porter LLP. Attorneys' fees related to this project billing category are set forth on **Exhibit N** hereto and incorporated herein by such reference. **Exhibit N** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Bradford F. Englander (2014)	BFE	0.1	\$590.00	\$59.00
Bradford F. Englander (2013)	BFE	0.3	\$570.00	\$171.00
John F. Carlton	JFC	1.6	\$580.00	\$928.00
John F. Carlton	JFC	14.2	\$560.00	\$7,952.00
Todd M. Brooks (2013)	TMB	1.4	\$420.00	\$588.00
Todd M. Brooks (2013)	TMB	3.4	\$410.00	\$1,394.00
Justin P. Fasano	JPF	1.1	\$370.00	\$407.00
Justin P. Fasano	JPF	0.5	\$360.00	\$180.00
<b>TOTAL</b>		<b>22.6</b>		<b>\$11,679.00</b>

1 **Matter 32. Snell & Wilmer**

2 Hours: **2.7**

3 Amount: **\$1,302.00**

4  
5 The professional services falling within this category include the preliminary investigation of  
6 claims of the estate which the Committee has been granted derivative authority to pursue against  
7 Snell & Wilmer LLP. Attorneys' fees related to this project billing category are set forth on  
8 **Exhibit O** hereto and incorporated herein by such reference. **Exhibit O** identifies the individual  
9 professionals who performed specific services by the initials indicated below and can be  
10 summarized as follows:  
11

Kenneth Oestreicher	KO	1.3	\$630.00	\$819.00
John F. Carlton	JFC	0.3	\$560.00	\$168.00
Justin P. Fasano	JPf	0.2	\$360.00	\$72.00
Jennifer L. Tittsworth	JLT	0.9	\$320.00	\$243.00
<b>TOTAL</b>		<b>2.7</b>		<b>\$1,302.00</b>

20  
21 **Matter 33. Bunsow De Mory**

22 Hours: 20.4

23 Amount: \$10,505.00

24 The professional services falling within this category include the preliminary investigation of  
25 claims of the estate which the Committee has been granted derivative authority to pursue against  
26 Bunsow De Mory Smith & Allison LLP. Attorneys' fees related to this project billing category  
27 are set forth on **Exhibit P** hereto and incorporated herein by such reference. **Exhibit P** identifies  
28

the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Kenneth Oestreicher	KO	0.2	\$650.00	\$130.00
Kenneth Oestreicher	KO	4.2	\$630.00	\$2,646.00
John F. Carlton (2014)	JFC	2.1	\$580.00	\$1,218.00
John F. Carlton (2013)	JFC	5.1	\$560.00	\$2,856.00
Bradford F. Englander (2014)	BFE	3.3	\$590.00	\$1,947.00
Bradford F. Englander (2013)	BFE	0.3	\$570.00	\$171.00
Todd Michael Brooks (2014)	TMB	0.5	\$420.00	\$210.00
Justin P. Fasano (2014)	JPF	0.4	\$370.00	\$148.00
Justin P. Fasano (2013)	JPF	0.2	\$360.00	\$72.00
Kathy G. McCruden	KGM	4.1	\$270.00	\$1,107.00
<b>TOTAL</b>		<b>20.4</b>		<b>\$10,505.00</b>

1 **Matter 34. Paul Hastings**

2 Hours: 10.8

3 Amount: \$5,280.00

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5 The professional services falling within this category include the preliminary investigation of  
6 claims of the estate which the Committee has been granted derivative authority to pursue against

7 **Paul Hastings** LLP. Attorneys' fees related to this project billing category are set forth on  
8 **Exhibit Q** hereto and incorporated herein by such reference. **Exhibit Q** identifies the individual  
9 professionals who performed specific services by the initials indicated below and can be  
10 summarized as follows:  
11

Kenneth Oestreicher	KO	2.3	\$630.00	\$1,449.00
Bradford F. Englander	BFE	1.5	\$570.00	\$855.00
John F. Carlton	JFC	2.8	\$560.00	\$1,568.00
Justin P. Fasano	JPF	1.6	\$360.00	\$576.00
David W. Gaffey	DWG	2.6	\$320.00	\$832.00
<b>TOTAL</b>		<b>10.8</b>		<b>\$5,280.00</b>



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2 **Matter 35. Morrison & Foerster**

3 Hours: 4.2

4  
5 Amount: \$1,606.00

6 The professional services falling within this category include the preliminary investigation of  
7 claims of the estate which the Committee has been granted derivative authority to pursue against  
8 Morrison & Foerster LLP. Attorneys' fees related to this project billing category are set forth on  
9 **Exhibit R** hereto and incorporated herein by such reference. **Exhibit R** identifies the individual  
10 professionals who performed specific services by the initials indicated below and can be  
11 summarized as follows:  
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Kenneth Oestreicher	KO	0.2	\$630.00	\$126.00
John F. Carlton	JFC	0.2	\$560.00	\$112.00
Justin P. Fasano	JPF	3.8	\$360.00	\$1,368.00
<b>TOTAL</b>		<b>4.2</b>		<b>\$1,606</b>

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20 **Matter 36. Cooley**

21 Hours: 2.9

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23 Amount: \$1,698.00

24 The professional services falling within this category include the preliminary investigation of  
25 claims of the estate which the Committee has been granted derivative authority to pursue against  
26 Cooley LLP. Attorneys' fees and expenses related to this project billing category are set forth on  
27 **Exhibit S** hereto and incorporated herein by such reference. **Exhibit S** identifies the individual  
28

professionals who performed specific services by the initials indicated below and can be summarized as follows:

Kenneth Oestreicher	KO	1.9	\$630.00	\$1,197.00
Bradford F. Englander	BFE	0.1	\$570.00	\$57.00
John F. Carlton	JFC	0.6	\$560.00	\$336.00
Justin P. Fasano	JPF	0.3	\$360.00	\$108.00
<b>TOTAL</b>		<b>2.9</b>		<b>\$1,698.00</b>

#### **Matter 37. Individual Partners**

Hours:

Amount: \$

The professional services falling within this category include the preliminary investigation of claims of the estate which the Committee has been granted derivative authority to pursue against individual partners not affiliated with any firm. Attorneys' fees related to this project billing category are set forth on **Exhibit T** hereto and incorporated herein by such reference. **Exhibit T** identifies the individual professionals who performed specific services by the initials indicated below and can be summarized as follows:

Kenneth Oestreicher	KO	4.8	\$630.00	\$3,024.00
John F. Carlton	JFC	0.6	\$560.00	\$336.00
<b>TOTAL</b>		<b>5.4</b>		<b>\$3,360.00</b>

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As part of Applicant's compliance with the Court's Guidelines For Compensation and Expense Reimbursement of Professionals, Applicant has attached as Exhibits D through U billing summaries by grouping task.

In view of the time expended, the responsibilities assumed, and the reputation and skill of Applicant in the field of bankruptcy and commercial law, Applicant respectfully submits that the reasonable value of the services hereinabove exceeds the \$159,470.00 Applicant seeks to have allowed on an interim basis. Applicant believes that the services rendered were necessary, that the Committee requested such services, and that the fees requested constitute reasonable and necessary fees expended on behalf of the estate.

**EXPENSES OF WTP**

Applicant has also incurred expenses in the sum of \$1,606.34 from October 1, 2013, through January 31, 2014 as itemized on the Master Time Summary, **Exhibit V** hereto. The amounts set forth for costs set forth in **Exhibit V** conform with Applicant's application to be approved herein as Committee counsel. All pass-through expenses incurred have been billed at actual cost. The following is a summary of expenses.

Category	Amount
PACER/Westlaw/ Lexis/ Other Online Research	\$106.13
Federal Express	\$56.74
Photocopies	\$531.62
Courier	\$35.40
Client Travel Reimbursement	\$464.00
Postage	\$67.58
CourtCall/ Conference Calls	\$276.00
Conference Calls	\$68.87
<b>Total</b>	<b>\$1,606.34</b>

1                   **CLIENT REVIEW OF BILLING STATEMENTS AND APPLICATION**

2                   This Application is being sent to the Committee, pursuant to Northern District Guidelines.  
3                   A cover letter to the Committee - inviting discussion regarding any objections, concerns, or  
4                   questions the Committee may have - is attached hereto as **Exhibit U**.  
5

6                   **REQUEST FOR ALLOWANCE OF AN ADMINISTRATIVE EXPENSE**

7                   By this Application, Applicant seeks interim allowance of all attorneys' fees and expenses  
8                   incurred by Applicant in its representation of the Committee from October 1, 2013, through  
9                   January 31, 2014, and authority and direction for present payment from the Trustee. Pursuant to  
10                  11 U.S.C. § 330, the Court may award WTP reasonable compensation for actual and necessary  
11                  services performed in these cases. For the reasons articulated above, WTP believes that the  
12                  services performed on the Committee's behalf were necessary to the administration of this case,  
13                  were performed within a reasonable amount of time commensurate with the complexity,  
14                  importance and nature of the issues involved, and were undertaken by professionals whose rates  
15                  are reasonable based on the customary compensation charged by comparably skilled practitioners.  
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18                   **CONCLUSION**

19                  WHEREFORE, WTP prays that this Court enter its Order (i) approving all attorneys fees  
20                  incurred by WTP in its representation of the Committee from October 1, 2013, through January  
21                  31, 2014, in the amount of \$159,470.00 (ii) approving all expenses incurred by WTP in its  
22                  representation of the Debtor from October 1, 2013, through January 31, 2014, in the amount of  
23                  \$1,606.34; (iii) authorizing and directing the Trustee to pay WTP for services rendered during the  
24                  Application period from existing funds; and (iv) granting such other and further relief as the Court  
25                  deems just and proper.  
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Dated: March 3, 2014

Respectfully submitted,

WHITEFORD TAYLOR AND PRESTON, LLP

By: /s/ Bradford F. Englander  
Bradford F. Englander (Ca. Bar # 122108)  
3190 Fairview Park Drive, Suite 300  
Falls Church, Virginia 22042  
(703) 280-9081  
(703) 280-3370 (facsimile)  
E-mail: [benglander@wtplaw.com](mailto:benglander@wtplaw.com)

*Attorneys for the Official Committee of Unsecured Creditors*

1                                   **CERTIFICATION RE COMPLIANCE WITH GUIDELINES FOR**  
2                                   **COMPENSATION AND EXPENSE REIMBURSEMENT OF PROFESSIONALS**

3           I, Bradford F. Englander, am the professional designated by Whiteford, Taylor & Preston  
4 LLP (“WTP”) with the responsibility in this case for compliance with the Guidelines for  
5 Compensation and Expense Reimbursement of Professionals and Trustees (the “Guidelines”)  
6 promulgated by this Court on July 8, 2004, and I hereby certify that:  
7

8           (1) I have read the foregoing Application and am competent to testify to the matters  
9 discussed therein;

10           (2) To the best of my knowledge, information and belief, formed after reasonable inquiry,  
11 the compensation and expense reimbursement sought herein is in conformity with the Guidelines,  
12 except as follows:  
13

14                   a. The Application includes certain project billing categories that exceed \$20,000.  
15 WTP has created additional project billing categories where possible. However, given the  
16 nature of some of the services, it was not feasible in every instance to create a project billing  
17 category of less than \$20,000. WTP believes that the Application includes project billing  
18 categories that are appropriate to the size and complexity of this case and WTP role as  
19 counsel for the Committee; and  
20

21                   b. WTP has included all of its expenses on one exhibit to the Application (Exhibit  
22 “C”) rather than specifying expenses for each project billing category as it is not practical  
23 to separate the expenses by project billing category, as set forth in the Application.  
24

25           (3) The compensation and expense reimbursement requested are billed at rates, in  
26 accordance with practices, no less favorable than those customarily employed by WTP and  
27 generally accepted by WTP’s clients;

28           (4) All of the time records attached to this Application are accurate and were recorded in

1 the regular and ordinary course of business contemporaneously with the services provided; and

2 (5) This Application was transmitted to the chair of the Committee with the cover letter  
3 required by the Guidelines, a copy of which is attached hereto as **Exhibit “U”** and by this  
4 reference incorporated herein.  
5

6 I hereby certify under penalty of perjury that the foregoing is true and correct to the  
7 best of my knowledge, information and belief formed after reasonable inquiry.

8 /s/ Bradford F. Englander  
9 Bradford F. Englander

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